

RECORDATION NO. 26937-1 FILED

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301

WASHINGTON, DC

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 1, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of July 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement for Schedule No. 2 previously filed with the Board under Recordation Number 26937-A.

The names and addresses of the parties to the enclosed document are:

Seller: Greenbrier Leasing Company LLC
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B.
Maryville, Illinois 620620

Ms. Cynthia T. Brown
August 1, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

97 wood chip gondola railcars within the series GBRX 34400 - GBRX 34580 as more particularly set forth in the equipment schedule attached to the document, and GBRX 34958.

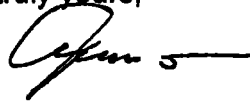
A short summary of the document to appear in the index is:

Bill of Sale

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/bhs
Enclosures

AUG 01 '11 -1 55 PM

SURFACE TRANSPORTATION BOARD

BILL OF SALE

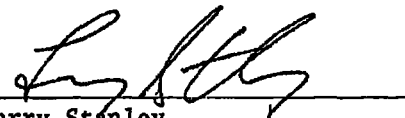
KNOW ALL MEN BY THESE PRESENTS that GREENBRIER LEASING COMPANY LLC, an Oregon limited liability company ("Seller"), in consideration of the sum of \$10.00 to the undersigned to be paid by MIDWEST RAILCAR CORPORATION ("Purchaser") pursuant to the terms of the Purchase and Sale Agreement dated July 29, 2011 (the "Purchase and Sale Agreement") between Seller and Purchaser, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Purchaser all of Seller's right, title and interest in the ninety-seven (97) railcars described on Schedule A attached hereto and made a part hereof, to have and to hold the same unto Purchaser, its successors and assigns forever. Capitalized terms used but not defined herein will have the meanings ascribed to them in the Purchase and Sale Agreement.

The undersigned does for itself and its successors and assigns warrant and represent to Purchaser that such interest is conveyed free and clear of all claims, liens and encumbrances arising by reason of any act or omission of Seller except for the leasehold interest of: Longview Fibre Paper and Packaging, Inc., pursuant to Schedule No. 2 dated October 1, 2006 to that certain Lease Agreement dated May 1, 2006, by and between Seller, as lessor, and Longview Fibre Paper and Packaging, Inc., as lessee (the "Schedule"), and any liens expressly permitted under the Schedule.

EXCEPT AS EXPRESSLY PROVIDED IN SECTIONS 8(b) AND 8(l) OF THE PURCHASE AND SALE AGREEMENT, THE RAILCARS ARE SOLD TO PURCHASER BY SELLER ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, AND WITHOUT ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, ANY WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be executed this 29th day of July, 2011.

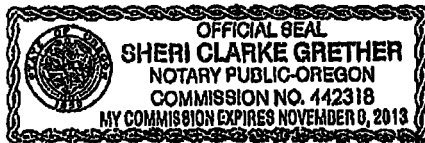
GREENBRIER LEASING COMPANY LLC
("Seller")

By. 
Larry Stanley
Senior Vice President

STATE OF OREGON)
) SS:
COUNTY OF CLACKAMAS)

On this 29th day of July, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is a Senior Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal



Sheri Clarke Grether
Notary Public
My commission expires: November 8, 2013

SCHEDULE A
to Bill of Sale

DESCRIPTION OF RAILCARS

Ninety-seven (97) 6,810 cubic foot woodchip gondola railcars originally built in 1971 and 1972, each with double-ended doors and having received Extended Service Status in accordance with the AAR Rule 88 except as noted below, bearing marks and numbers as follows:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
GBRX	34400	GBRX	34431	GBRX	34459	GBRX	34561
GBRX	34402*	GBRX	34432*	GBRX	34460	GBRX	34562
GBRX	34404	GBRX	34433	GBRX	34461	GBRX	34563
GBRX	34405	GBRX	34434	GBRX	34462	GBRX	34564
GBRX	34406	GBRX	34435	GBRX	34463	GBRX	34566
GBRX	34407	GBRX	34436	GBRX	34464	GBRX	34567
GBRX	34408	GBRX	34437	GBRX	34465*	GBRX	34568
GBRX	34409	GBRX	34438	GBRX	34466	GBRX	34569
GBRX	34410	GBRX	34439	GBRX	34467	GBRX	34570
GBRX	34411	GBRX	34440	GBRX	34468	GBRX	34571
GBRX	34412	GBRX	34441	GBRX	34469	GBRX	34572
GBRX	34413	GBRX	34443	GBRX	34470	GBRX	34573
GBRX	34414	GBRX	34444	GBRX	34471	GBRX	34574
GBRX	34415	GBRX	34445	GBRX	34472	GBRX	34575
GBRX	34416	GBRX	34446*	GBRX	34473	GBRX	34576
GBRX	34418	GBRX	34447	GBRX	34549	GBRX	34578
GBRX	34419	GBRX	34448	GBRX	34550	GBRX	34579
GBRX	34420	GBRX	34449	GBRX	34551	GBRX	34580*
GBRX	34421	GBRX	34450	GBRX	34552	GBRX	34958
GBRX	34423	GBRX	34451	GBRX	34553		
GBRX	34425	GBRX	34452	GBRX	34554		
GBRX	34426	GBRX	34453	GBRX	34555		
GBRX	34427	GBRX	34454	GBRX	34556		
GBRX	34428	GBRX	34455	GBRX	34558*		
GBRX	34429	GBRX	34457	GBRX	34559		
GBRX	34430	GBRX	34458	GBRX	34560		

* AAR Rule 88 Extended Service Project to be conducted by Seller after the Closing Date, at Seller's expense

CERTIFICATION

I, Robert W Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 8-1-11



Robert W Alvord